

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 3, 2020 (February 3, 2020)

Commission file number 001-16583.

ACUITY BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

58-2632672

(I.R.S. Employer
Identification Number)

1170 Peachtree Street, N.E., Suite 2300, Atlanta, Georgia 30309-7676
(Address of principal executive offices)

(404) 853-1400

(Registrant's telephone number, including area code)

None

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading symbol

Name of each exchange on which registered

Common stock, \$0.01 par value per share

AYI

New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 3, 2020, the Board of Directors (the "Board") of Acuity Brands, Inc. (the "Company") increased the size of the Board from 10 to 11 members and elected Maya Leibman to the Board. Ms. Leibman, whose term will expire at the next annual meeting of stockholders, was also appointed to the Governance and Compensation Committees.

Ms. Leibman, age 54, has served as the Executive Vice President and Chief Information Officer for American Airlines Group, Inc. ("AA") since November 2015. Prior to that, Ms. Leibman served as Senior Vice President and Chief Information Officer of AA from December 2011 to November 2015 and as President of AAdvantage Loyalty Program from January 2010 to December 2011.

There are no arrangements between Ms. Leibman and any other person pursuant to which Ms. Leibman was selected as a director, nor are there any transactions to which the Company is or was a participant and in which Ms. Leibman has a material interest subject to disclosure under Item 404(a) of Regulation S-K. No family relationships exist between Ms. Leibman and any of the Company's directors or executive officers.

Ms. Leibman will participate in the standard non-employee director compensation arrangements described in the Company's 2019 proxy statement. In accordance with the standard compensation arrangements, the Board approved a one-time restricted stock award for Ms. Leibman with a value of \$20,000 under the Corporation's Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan. The stock award will vest ratably over three years. Additionally, the Company has entered into its standard form of Indemnification Agreement with Ms. Leibman that provides for the Company to indemnify directors against all expenses (as defined in the agreement), judgments, fines, and amounts paid in settlement actually and reasonably incurred by a director and arising out of the director's service. The Form of Indemnification Agreement, filed as Exhibit 10.1 to this Current Report on Form 8-K, was previously filed with the Commission in a Form 8-K on February 9, 2010.

Item 8.01. Other Events.

On February 3, 2020, the Company issued a press release announcing the appointment of Ms. Leibman. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.1 to the registrant's Form 8-K filed with the Securities and Exchange Commission on February 9, 2010). |
| 99.1 | Press Release dated February 3, 2020. |

EXHIBIT INDEX

10.1 [Form of Indemnification Agreement.](#)

(Incorporated by reference to Exhibit 10.1 to the registrant's Form 8-K filed with the Securities and Exchange Commission on February 9, 2010).

99.1 [Press Release dated February 3, 2020.](#)

(Filed with the Commission as part of this Form 8-K).

Acuity Brands Appoints Maya Leibman to the Board of Directors

ATLANTA, February 3, 2020 - Acuity Brands, Inc. (NYSE: AYI) (the “Company”) announced today that the Board of Directors (the “Board”) approved an increase in the size of the Board from 10 to 11 members and appointed Maya Leibman as a Director for a term that will expire at the Company’s next annual meeting of stockholders.

Ms. Leibman currently serves as Executive Vice President and Chief Information Officer for American Airlines Group, Inc. where she is responsible for all technology efforts including software development, infrastructure, operations and security. She also leads the organization’s next generation strategic initiatives, including transitioning into the cloud, advanced analytics, machine learning and the advancement of Agile tools and principles.

Vernon J. Nagel, Executive Chairman, commented, “On behalf of the Board, we are extremely excited to have Maya join the Board and look forward to drawing on the skills and expertise she has to offer as we continue to innovate and transform the business to enhance our products and our customers’ experiences.”

About Acuity Brands

Acuity Brands, Inc. (NYSE: AYI) is the North American market leader and one of the world’s leading providers of lighting and building management solutions. With fiscal year 2019 net sales of \$3.7 billion, Acuity Brands currently employs approximately 12,000 associates and is headquartered in Atlanta, Georgia with operations throughout North America, and in Europe and Asia. The Company’s products and solutions are sold under various brands, including Lithonia Lighting®, Holophane®, Aculux®, A-Light™, American Electric Lighting®, Antique Street Lamps™, Atrius®, Cyclone™, DGLogik™, Distech Controls®, DTL®, eldoLED®, Eureka®, Gotham®, Healthcare Lighting®, Hydrel®, Indy™, IOTA®, Juno®, Lucid®, Luminaire LED™, Luminis®, Mark Architectural Lighting™, nLight®, Peerless®, RELOC® Wiring, ROAM®, Sensor Switch®, Sunoptics® and Winona® Lighting. Visit us at www.acuitybrands.com.

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Contact:
Pete Shannin, 770-860-2873
pete.shannin@acuitybrands.com